FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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DA	TE RECEIV	ED

Name of Offering (check if this is an amendment and name has changed, and indicate change Offering of Common Units of K-Sea Transportation Partners L.P. in a private placement to	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Armendment	Section 4(6) ULOE
CONTRACTOR OF THE PROPERTY OF	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) K-Sea Transportation Partners L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 3245 Richmond Terrace, Staten Island, New York 10303	Telephone Number (Including Area Code) (718) 720-9306
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Provider of refined petroleum product marine transportation, distribution and logistics serv	
Type of Business Organization corporation limited partnership, already formed other (please limited partnership, to be formed	specify): FROCESSED JUN 2 0 2005
Actual or Estimated Date of Incorporation or Organization: Month Year	for State: FINANCIA:

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A SECTION OF THE PROPERTY OF T 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Dowling, James J. Business or Residence Address (Number and Street, City, State, Zip Code) 3245 Richmond Terrace, Staten Island, New York 10303 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Casey, Timothy J. Business or Residence Address (Number and Street, City, State, Zip Code) 3245 Richmond Terrace, Staten Island, New York 10303 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Abbate, Anthony S. Business or Residence Address (Number and Street, City, State, Zip Code) 3245 Richmond Terrace, Staten Island, New York 10303 ☐ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: Promoter □ Director General and/or Managing Partner Full Name (Last name first, if individual) Alperin, Barry J. Business or Residence Address (Number and Street, City, State, Zip Code) 3245 Richmond Terrace, Staten Island, New York 10303 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Friedman, Brian P. Business or Residence Address (Number and Street, City, State, Zip Code) 3245 Richmond Terrace, Staten Island, New York 10303 Check Box(es) that Apply: Promoter Beneficial Owner □ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Salerno, Frank Business or Residence Address (Number and Street, City, State, Zip Code) 3245 Richmond Terrace, Staten Island, New York 10303 ☐ Beneficial Owner ☐ Executive Officer Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Nicola, John J. Business or Residence Address (Number and Street, City, State, Zip Code) 3245 Richmond Terrace, Staten Island, New York 10303

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, Sullivan, Thomas M.	, if individual)				
Business or Residence Add	ress (Number and	Street, City, State, Zip C	ode)		
3245 Richmond Terrace,	Staten Island, Ne	ew York 10303			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first Falcinelli, Richard P.	, if individual)				
Business or Residence Add 3245 Richmond Terrace,	•		Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first	, if individual)				
K-Sea General Partner G	P LLC				
Business or Residence Add 3245 Richmond Terrace,	•		Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first K-Sea Investors L.P.	, if individual)				
Business or Residence Add 3245 Richmond Terrace,	· · · · · · · · · · · · · · · · · · ·	•	Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first	, if individual)				
Business or Residence Add	lress (Number and	1 Street, City, State, Zip C	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first	, if individual)				
Business or Residence Add	lress (Number and	1 Street, City, State, Zip C	Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first	t, if individual)				<u> </u>
Business or Residence Add	dress (Number and	1 Street, City, State, Zip (Code)		
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first	t, if individual)				
Business or Residence Add	iress (Number and	d Street, City, State, Zip (Code)		
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1. H	as the issu	ier sold, o	or does th			•					•		•••••	∟	\boxtimes
2 U	hat is the		n in					Column 2,	_					01.0	00.000
2. W	mai is uie	ишшиш	n mvesui	ieni mai	will be ac	cepted if	om any i	naiviaua	l/	•••••••••••		***************************************	•••••	\$16,0 Yes	No
3. D	oes the of	fering pe	rmit joint	ownersh	ip of a si	ngle unit	?	•••••					•••••		×
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pe th	emuneration erson or a man five (5 ealer only	gent of a i) persons	broker o	r dealer i	egistered	with the	SEC an	d/or with	a state o	r states, l	ist the na	ame of th	e broker o	or dealer	. If more
Full N	lame (Las	t name fir	st, if ind	vidual)			_								
Busine	ess or Res	idence A	ddress (N	lumber a	nd Street,	City, Sta	ite, Zip C	Code)							
Name	of Associ	ated Bro	ker or De	aler	 -							_			
	in Which														
((Check "Al	I States"	or check		ıl States).										All States
	[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA]	[HI]	[ID]		
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	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]		
Full N	lame (Las	t name fu	rst, if ind	ividual)											
Busin	ess or Res	idence A	ddress (N	Jumber a	nd Street	, City, Sta	ate, Zip C	Code)				* <u> </u>			
Name	of Assoc	iated Bro	ker or De	aler					·						
States	in Which	Person I	isted Ha	s Solicite	d or Inter	nds to So	licit Purc	hasers							
(0	Check "Al	I States"	or check	individua	l States)							•••••		🔲 🔏	All States
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	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
	[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
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Busin	ess or Res	sidence A	.ddress (1	Number a	nd Street	, City, St	ate, Zip (Code)							
Name	of Assoc	iated Bro	ker or De	aler					·						
States	in Which	Person I	isted Ha	s Solicite	d or Inter	nds to So	licit Purc	hasers	·						
	Check "Al								•••••				***************************************	🗆 4	All States
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	[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		

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A CONTRACTOR OF THE PROPERTY O	aragoral de la compressión dela compressión de la compressión de la compressión de la compressión dela compressión de la	701)X (10)
Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchar offering, check this box and indicate in the columns below the amounts of the securit offered for exchange and already exchanged.	nge	
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$0	\$ 0
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 16,000,000	\$ 16,000,000
Other (Specify)	\$0	\$0
Total	\$ 16,000,000	\$ 16,000,000
Answer also in Appendix, Column 3, if filing under	ULOE.	
2. Enter the number of accredited and non-accredited investors who have purchased securiting in this offering and the aggregate dollar amounts of their purchases. For offerings un Rule 504, indicate the number of persons who have purchased securities and the aggregated dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero.	der gate	
	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1	\$ 16,000,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		_ \$ <u></u>
Answer also in Appendix, Column 4, if filing under	ULOE	
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (months prior to the first sale of securities in this offering. Classify securities by type lis in Part C - Question 1.	12) sted	
Type of Offering	Type of	Dollar Amount
D. 1. 505	Security	Sold
Rule 505 Regulation A		- \$
D-1- 504		- \$
Total		- \$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution o relating solely to organization expenses of the issuer. The information may be given as an expenditure is not known, furnish an estimate and check the box to the left of the estimate angle. Transfer Agent's Fees	subject to further continuate. —	
Printing and Engraving Costs	X	\$ 5,000
Legal Fees		\$ 50,000
Accounting Fees	$oxed{\boxtimes}$	\$ 10,000
Engineering Fees	\boxtimes	\$ 0
Sales Commissions (specify finders' fees separately)	\boxtimes	\$ 0
Other Expenses (identify)	\boxtimes	\$ 0
Total	\boxtimes	\$ 66,000

NEDWINNES CO. CO. CO.	YOU, AUGMUSER QUU BARAYOS BACORS ELEVER	DVOTES WAY BY	KIROJEI PROJEK	DOS	
Question 1 and total expenses furnis	aggregate offering price given in response hed in response to Part C - Question 4.a. To ceeds to the issuer"	This		\$	15,934,000
be used for each of the purposes sh furnish an estimate and check the box	usted gross proceeds to the issuer used or nown. If the amount for any purpose is a to the left of the estimate. The total of the total of the total of the total of the issuer set forth in response	not known, he payments s to Part C -			
			nts to Officers, ors & Affiliates	Pav	ments to Others
Salaries and fees					N/A
Thursham a Caral antata				•	N/A
411111111111111111111111111111111111111	llation of machinery and equipment				N/A
	dings and facilities			-	N/A
Acquisition of other businesses (inc involved in this offering that may assets or securities of another issuer	luding the value of securities be used in exchange for the			_	
				. 🖂 s	
				-	
	······································		-		16,000,000
Other (specify):			N/A		N/A
Column Totals		🔼 🦫		⊠ \$	
Total Payments Listed (colu	umn totals added)	***************************************	⊠ \$	16,	000,000
	TA CONTRACTOR AND CREATE STEENAVEU	zastoros			
following signature constitutes an underta	be signed by the undersigned duly authorized by the issuer to furnish to the U.S. Some issuer to any non-accredited investor put	ecurities and E	xchange Commis	sion, u	
Issuer (Print or Type)	Signature	D	ate		
		// т.	une 10, 2005		
K-Sea Transportation Partners, L.P.	Je y www				
K-Sea Transportation Partners, L.P. Name of Signer (Print or Type)	Title of Signer (Print or Type)	31			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		a da a de destaciones con acidicades de la con-						
1.	Has the issuer sold, or does the issuer intend	d to sell, to non-accredited investors in this offe	ring?					
		See Appendix, Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.							
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
	e issuer has read this notification and know dersigned duly authorized person.	vs the contents to be true and has duly cause	d this notice to be signed on its behalf by the					
Iss	uer (Print or Type)	Signature	Date					
K-	Sea Transportation Partners, L.P.	Jb-Wind	June 10, 2005					
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)						
Jo	ohn J. Nicola Chief Financial Officer							

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	<u> </u>	\$20 MS - #8		Allestada Adala			2015-36Q 1912/17	Ab. Williams	
1	·	2	3 Type of security		•	4		under S	5 ilification tate ULOE
		to sellto	and aggregate		a:				s, attach
		credited s in State	offering price offered in state		Type of in	vestor and hased in State		explanation of waiver granted)	
		-Item 1)	(Part C-Item 1)		(Part C	-Item 2)		(Part l	E-Item 1)
	((Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR		·							
CA									
СО									
СТ									
DE									
DC									
FL							 		
GA									
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IL					<u></u>				
IN								:	
IA			Common Units						
KS	_	X	\$16,000,000	1	\$16,000,000				X
KY								-	
LA	<u> </u>								
ME									
MD									
MA									
MI									
MN									
MS								<u> </u>	

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1	Intend non-ac investor	to sellto credited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		amount purcl	vestor and nased in State -Item 2)		under St (if ye explai waiver	5 lification rate ULOE s, attach nation of granted) E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО									
MT									
NE									
NV									
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•	non-ac	to sellto ccredited rs in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	nvestor and chased in State C-Item 2)		under St (if ye explai waiver	lification tate ULOE s, attach pation of granted) E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes _	No
WY		[
PR									

HP LaserJet 3330

KSEA TRANSPORTATION 7188156276 Jun-13-2005 12:33PM



Fax Activity Log

Job	Date	Time	Туре	Identification	Duration	Pages	Result
161	4/22/2005	11:45:43AM	Send	12122841717	0:41	1	Comm Error 350
162	4/22/2005	11:47:33AM	Send	12122841717	1:37	7	OK
163	4/26/2005	4:37:15PM	Receive	+9733344905	3:42	24	OK
164	4/28/2005	8:42:54AM	Receive	Health Services	0:36	1	OK
165	4/28/2005	12:08:16PM	Receive		0:40	0	No Fax Detected
166	4/28/2005	1:57:17PM	Receive	9736920011	0:53	3	OK
167	4/28/2005	9:16:34PM	Receive		0:38	0	No Fax Detected
168	5/ 2/2005	12:03:42PM	Send	19736920011	1:30	3	Comm Error 351
169	5/ 2/2005	12:06:21PM	Send	19736920011	1:07	3	OK
170	5/ 3/2005	8:44:04AM	Receive	Health Services	0:26	1	OK
171	5/ 5/2005	8:18:43AM	Receive	Mortgage Dept	0:23	1	OK
172	5/ 8/2005	1:10:58PM	Receive		0:38	0	No Fax Detected
173	5/ 9/2005	4:50:15PM	Receive		0:38	0	No Fax Detected
174	5/11/2005	2:38:03PM	Receive		1:05	2	OK
175	5/12/2005	6:46:34AM	Receive		0:38	0	No Fax Detected
176	5/13/2005	12:06:28PM	Receive	+9733344905	0:19	1	0K
177	5/16/2005	2:57:35PM	Receive		0:38	0	No Fax Detected
178	5/17/2005	2:41:47PM	Receive	AJG NY	2:40	2	OK
179	5/17/2005	2:52:00PM	Receive	AJG NY	2:39	2	OK
180	5/18/2005	4:24:29PM	Receive		1:02	0	No Fax Detected
181	5/18/2005	4:28:32PM	Receive	4135868484	0:21	1	OK
182	5/18/2005	5:47:34PM	Receive	14135847163	0:32	2	OK
183	5/18/2005	5:49:25PM	Send	14135868484	0:00	0	No Answer
184	5/18/2005	5:52:49PM	Send	14135868484	0:00	0	No Answer
185	5/19/2005	2:43:00PM	Send	12127529138	0:53	1	Comm Error 350
186	5/19/2005	2:44:59PM	Send	12127529138	0:54	2	OK
187	5/19/2005	4:15:00PM	Receive	14135847163	0:32	2	OK
188	5/19/2005	4:22:35PM	Send	14135847163	1:12	0	Comm Error 421
189	5/19/2005	4:24:57PM	Send	14135847163	1:56	3	OK
190	5/20/2005	11:21:15AM	Receive	212 752 9138	0:37	3	OK
191	5/23/2005	4:35:00PM	Receive	12674334497	20:16	10	OK
192	5/25/2005	11:10:32AM	Send	12674334497	3:09	2	OK
193	5/27/2005	9:58:26AM	Receive		0:39	0	No Fax Detected
194	5/27/2005	2:20:10PM	Receive		0:38	0	No Fax Detected
195	5/31/2005	2:10:01PM	Receive		0:39	0	No Fax Detected
196	6/ 1/2005	2:11:25PM	Receive	2127529448	0:19	1	OK OK
197	6/ 6/2005	12:02:53PM	Receive	6312547618	0:48	3	OK .
198	6/ 7/2005	7:05:13PM	Receive		0:38	0	No Fax Detected
199	6/10/2005	4:52:16PM	Receive	Loan IQ	2:09	2	OK
200	6/13/2005	12:29:23PM	Receive	Loan IQ	2:12	2	OK